



**青鸟环宇**  
JADE BIRD UNIVERSAL

**BEIJING BEIDA JADE BIRD UNIVERSAL  
SCI-TECH COMPANY LIMITED**  
**北京北大青鳥環宇科技股份有限公司**

**STOCK CODE 股份代號 : 08095**

(A joint stock limited company incorporated in the People's Republic of China with limited liability)  
(於中華人民共和國註冊成立之股份有限公司)

**THIRD QUARTERLY  
RESULTS REPORT**

**2023**

**第三季度業績報告**

FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2023  
截至二零二三年九月三十日止九個月

**CHARACTERISTICS OF THE GEM (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

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Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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*This report, for which the directors (the “Directors”) of Beijing Beida Jade Bird Universal Sci-Tech Company Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this report misleading.*

**香港聯合交易所有限公司 (「聯交所」) GEM (「GEM」) 的特色**

GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於GEM上市公司普遍為中小型公司，在GEM買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

香港交易及結算所有限公司及聯交所對本報告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因依賴該等內容而引致的任何損失承擔任何責任。

本報告包括的資料乃遵照GEM證券上市規則 (「GEM上市規則」) 的規定而提供有關北京北大青鳥環宇科技股份有限公司 (「本公司」) 的資料。本公司各董事 (「董事」) 願就本報告共同及個別承擔全部責任，並在作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在各重大方面均屬準確完整，且無誤導或欺詐成分，亦無遺漏其他事項致使本報告所載任何聲明產生誤導。

### THIRD QUARTERLY RESULTS (UNAUDITED)

The board of the Directors (the “Board”) announced the unaudited consolidated results of the Company and its subsidiaries (the “Group”) for the nine months ended 30 September 2023 together with the unaudited comparative figures for the corresponding period in 2022 as follows:

### CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (UNAUDITED)

For the nine months ended 30 September 2023

### 第三季度業績(未經審核)

董事會(「董事會」)宣佈本公司及其附屬公司(「本集團」)截至二零二三年九月三十日止九個月之未經審核綜合業績，連同二零二二年同期之未經審核比較數字如下：

### 簡明綜合損益及其他全面收益表(未經審核)

截至二零二三年九月三十日止九個月

		Three months ended 30 September 截至九月三十日止 三個月		Nine months ended 30 September 截至九月三十日止 九個月		
		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	
		Notes 附註				
<b>Revenue</b>	<b>收入</b>	3	<b>143,315</b>	124,747	<b>372,959</b>	209,295
Cost of sales and services	銷售及服務成本		<b>(107,979)</b>	(94,957)	<b>(290,442)</b>	(169,177)
<b>Gross profit</b>	<b>毛利</b>		<b>35,336</b>	29,790	<b>82,517</b>	40,118
Other gains and income	其他收益及收入	4	<b>20,013</b>	5,567	<b>20,569</b>	13,911
Reversal of impairment loss on trade and other receivables	貿易及其他應收款項之 減值虧損撥回		-	-	<b>113</b>	-
Distribution costs	分銷成本		<b>(1,232)</b>	(568)	<b>(2,846)</b>	(1,357)
Administrative expenses	行政開支		<b>(18,123)</b>	(23,152)	<b>(53,224)</b>	(50,830)
Other expenses	其他開支		<b>(3,121)</b>	(2,042)	<b>(5,931)</b>	(3,616)
Gain on partial disposal of an associate	視作部分出售一間聯營公司 的收益		-	-	<b>365,534</b>	-
Loss on deemed disposal of an associate	視作出售一間聯營公司的虧損		-	-	<b>(769)</b>	-
Loss on disposal of an associate	出售一間聯營公司的虧損		-	-	<b>(31,966)</b>	-
<b>Profit/(loss) from operations</b>	<b>經營溢利/(虧損)</b>		<b>32,873</b>	9,595	<b>373,997</b>	(1,774)
Finance costs	融資成本	5	<b>(13,442)</b>	(13,269)	<b>(35,657)</b>	(27,010)
Share of profits of associates	應佔聯營公司溢利		<b>47,248</b>	61,687	<b>118,525</b>	151,129
Share of losses of joint ventures	應佔合營企業虧損		<b>(350)</b>	(14)	<b>(2,491)</b>	(41)
<b>Profit before tax</b>	<b>除稅前溢利</b>		<b>66,329</b>	57,999	<b>454,374</b>	122,304
Income tax expense	所得稅開支	6	<b>(6,549)</b>	(2,302)	<b>(16,715)</b>	(2,213)
<b>Profit for the period</b>	<b>本期間溢利</b>		<b>59,780</b>	55,697	<b>437,659</b>	120,091

**CONDENSED CONSOLIDATED STATEMENT OF  
PROFIT OR LOSS AND OTHER COMPREHENSIVE  
INCOME (UNAUDITED) (Continued)**

For the nine months ended 30 September 2023

**簡明綜合損益及其他全面收益表(未  
經審核)(續)**

截至二零二三年九月三十日止九個月

		Three months ended 30 September 截至九月三十日止 三個月		Nine months ended 30 September 截至九月三十日止 九個月	
		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
<b>Other comprehensive income after tax:</b>	<b>除稅後其他全面收益：</b>				
<i>Items that will not be reclassified to profit or loss:</i>	<i>不會重新分類至損益之項目：</i>				
Fair value changes of financial assets at fair value through other comprehensive income ("FVTOCI")	以公平值計入其他全面收益 (「以公平值計入其他全面收益」) 之財務資產之公平值變動	(1,495)	(1,256)	1,601	5,817
Share of other comprehensive income of associates	應佔聯營公司其他全面收益	(6,284)	1,908	(134)	(1,569)
Share of other comprehensive income of joint ventures	應佔合營企業其他全面收益	-	-	(9)	-
		<u>(7,779)</u>	<u>652</u>	<u>1,458</u>	<u>4,248</u>
<i>Items that may be reclassified to profit or loss:</i>	<i>可重新分類至損益之項目：</i>				
Exchange differences on translating foreign operations	換算海外業務之匯兌差異	286	6,941	(586)	6,728
		<u>286</u>	<u>6,941</u>	<u>(586)</u>	<u>6,728</u>
<b>Other comprehensive income for the period, net of tax</b>	<b>本期間其他全面收益(除稅後)</b>	<u>(7,493)</u>	<u>7,593</u>	<u>872</u>	<u>10,976</u>
<b>Total comprehensive income for the period</b>	<b>本期間全面收益總額</b>	<u>52,287</u>	<u>63,290</u>	<u>438,531</u>	<u>131,067</u>
<b>Profit/(Loss) for the period attributable to:</b>	<b>應佔本期間溢利/(虧損)：</b>				
Owners of the Company	本公司擁有人	58,385	51,691	435,660	122,715
Non-controlling interests	非控股權益	1,395	4,006	1,999	(2,624)
		<u>59,780</u>	<u>55,697</u>	<u>437,659</u>	<u>120,091</u>
<b>Total comprehensive income for the period attributable to:</b>	<b>應佔本期間全面收益總額：</b>				
Owners of the Company	本公司擁有人	50,913	59,175	436,507	133,487
Non-controlling interests	非控股權益	1,374	4,115	2,024	(2,420)
		<u>52,287</u>	<u>63,290</u>	<u>438,531</u>	<u>131,067</u>
		<b>RMB 人民幣</b>	<b>RMB 人民幣</b>	<b>RMB 人民幣</b>	<b>RMB 人民幣</b>
<b>Earnings per share</b>	<b>每股盈利</b>				
Basic and diluted (cents per share)	基本及攤薄(每股分)	7	3.41	28.77	8.10

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

For the nine months ended 30 September 2023

# 簡明綜合權益變動表(未經審核)

截至二零二三年九月三十日止九個月

		Attributable to owners of the Company 本公司擁有人應佔								Non-controlling interests	Total equity
		Share capital	Capital reserve	Reserve funds	Foreign currency translation reserve	Financial assets at FVTOCI	Other reserves	Retained profits	Total		
		股本	資本儲備	儲備基金	匯兌儲備	以公平值計入其他全面收益之財務資產儲備	其他儲備	留存盈利	合計	非控股權益	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2022	於二零二二年一月一日	151,446	605,810	107,494	(61,553)	(139,706)	5,543	2,505,915	3,174,947	173,596	3,348,543
Total comprehensive income for the period	本期間全面收益總額	-	-	-	4,955	5,817	-	122,715	133,487	(2,420)	131,067
Acquisition of a subsidiary	收購一間附屬公司	-	-	-	-	-	-	-	-	12,472	12,472
Appropriation of safety production fund	安全生產基金撥款	-	-	-	-	-	(342)	342	-	-	-
Transfer of gain on disposal of financial assets at FVTOCI	轉移出售以公平值計入其他全面收益之財務資產的收益	-	-	-	-	(3,697)	-	3,697	-	-	-
Transfer upon reclassification from financial assets at FVTOCI to associates	自以公平值計入其他全面收益之財務資產重新分類至聯營公司後轉撥	-	-	-	-	(1,224)	-	1,224	-	-	-
Changes in equity for the period	本期間權益變動	-	-	-	4,955	896	(342)	127,978	133,487	10,052	143,539
At 30 September 2022	於二零二二年九月三十日	151,446	605,810	107,494	(56,600)	(138,810)	5,201	2,633,893	3,308,434	183,648	3,492,082
At 1 January 2023	於二零二三年一月一日	151,446	605,810	107,494	(53,426)	(16,708)	(18,516)	2,781,468	3,557,568	170,896	3,728,464
Total comprehensive income for the period	本期間全面收益總額	-	-	-	(701)	1,548	-	435,660	436,507	2,024	438,531
Acquisition of additional interests in a subsidiary without change in control	收購一間附屬公司的額外權益而控制權不變	-	-	-	-	-	(17,014)	-	(17,014)	(986)	(18,000)
Appropriation of safety production fund	安全生產基金撥款	-	-	-	-	-	(452)	452	-	-	-
Transfer upon deemed disposal/partial disposal of an associate	視作出售/部分出售一間聯營公司時轉撥	-	-	-	417	(465)	-	48	-	-	-
Transfer upon disposal of an associate	出售一間聯營公司時轉撥	-	-	-	-	21,254	-	(21,254)	-	-	-
Transfer upon disposal of a subsidiary	出售一間附屬公司時轉撥	-	-	-	-	73,447	-	(73,447)	-	-	-
Changes in equity for the period	本期間權益變動	-	-	-	(284)	95,784	(17,466)	341,459	419,493	1,038	420,531
At 30 September 2023	於二零二三年九月三十日	151,446	605,810	107,494	(53,710)	79,076	(35,982)	3,122,927	3,977,061	171,934	4,148,995

Note:

## 1. GENERAL INFORMATION

The Company was incorporated in the People's Republic of China (the "PRC") as a sino-foreign joint stock limited liability company. The Company's H shares are listed on GEM. The address of its registered office is 3rd Floor, Beida Jade Bird Building, Yanyuan District Area 3, No. 5 Haidian Road, Haidian District, Beijing 100080, the PRC. The addresses of its principal place of business in the PRC and Hong Kong are 3rd Floor, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing 100871, the PRC and 17th Floor, V Heun Building, 138 Queen's Road Central, Central, Hong Kong respectively.

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are the development of travel and leisure business, investment holding, production and sales of wine and related products, sales and purchases of metallic products and sales and production of LED devices.

## 2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

These condensed consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). HKFRSs comprise Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations. These consolidated financial statements also comply with the applicable disclosure provisions of the GEM Listing Rules.

In the current period, the Group has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 January 2023. The adoption of these new and revised HKFRSs did not result in substantial changes to the Group's accounting policies and amounts reported for the current period and prior periods.

附註：

## 1. 一般資料

本公司乃於中華人民共和國（「中國」）註冊成立之中外合資股份制有限責任公司。本公司之H股於GEM上市。本公司之註冊辦事處地址為中國北京市海澱區海澱路5號燕園三區北大青鳥樓三層（郵編100080），其在中國及香港之主要營業地點分別為中國北京市海澱區成府路207號北大青鳥樓3樓（郵編100871）及香港中環皇后大道中138號威亨大廈17樓。

本公司的主要業務為投資控股。本公司的附屬公司之主要業務為發展旅遊及休閒業務、投資控股、生產及銷售葡萄酒及相關產品、銷售及採購金屬產品以及銷售及生產LED器件。

## 2. 編製基準及重大會計政策

該等簡明綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之所有適用香港財務報告準則（「香港財務報告準則」）編製。香港財務報告準則包含香港財務報告準則、香港會計準則及詮釋。該等綜合財務報表亦符合GEM上市規則之適用披露條文。

本集團於本期間已採納香港會計師公會所頒佈並於二零二三年一月一日開始之會計年度生效的所有與其營運有關之新訂及經修訂之香港財務報告準則。採納該等新訂及經修訂香港財務報告準則並無對本集團之會計政策及本期間和過往期間之呈報數額造成重大變動。

## 2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

The Group has not early applied new and revised HKFRSs that have been issued but are not yet effective for the financial year beginning 1 January 2023. The Directors anticipate that the new and revised HKFRSs will be adopted in the Group's consolidated financial statements when they become effective. The Group is in the process of assessing, where applicable, the potential effect of all new and revised HKFRSs that will be effective in future periods but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations and financial position.

The condensed consolidated financial statements are unaudited but have been reviewed by the audit committee of the Company (the "Audit Committee").

The accounting policies adopted in preparing these unaudited third quarterly condensed consolidated financial statements are consistent with those used in the Company's annual audited consolidated financial statements for the year ended 31 December 2022. These condensed consolidated financial statements should be read in conjunction with these mentioned audited financial statements.

## 2. 編製基準及重大會計政策 (續)

本集團並無提早應用已頒佈但尚未於二零二三年一月一日開始之財政年度生效之新訂及經修訂的香港財務報告準則。董事預期本集團將於有關新訂及經修訂的香港財務報告準則生效後，在綜合財務報表中應用有關準則。本集團現正評估（倘適用）所有將於未來期間生效之新訂及經修訂的香港財務報告準則之潛在影響，惟目前未能確定此等新訂及經修訂的香港財務報告準則會否對其經營業績及財務狀況構成重大影響。

簡明綜合財務報表未經審核，惟已經本公司審核委員會（「審核委員會」）審閱。

編製本未經審核第三季度簡明綜合財務報表所採納會計政策，與編製本公司截至二零二二年十二月三十一日止年度之年度經審核綜合財務報表所用者貫徹一致。本簡明綜合財務報表應與上述經審核財務報表一併閱讀。

### 3. REVENUE

#### Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or service line for the period is as follows:

	Three months ended 30 September 截至九月三十日 止三個月		Nine months ended 30 September 截至九月三十日 止九個月	
	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
	<b>Revenue from contracts with customers within the scope of HKFRS 15</b>			
Disaggregated by major products or service lines				
– Rendering of travel and leisure services	54,546	46,725	129,431	74,003
– Sales of wine and related products	2,408	2,731	6,648	7,423
– Sales of LED devices	13,425	9,017	37,601	21,034
– Sales of metallic products	72,936	66,274	199,279	106,835
	<b>143,315</b>	<b>124,747</b>	<b>372,959</b>	<b>209,295</b>

The Group derives all revenue from the transfer of goods and services at a point in time except for the revenue from certain travel and leisure services which are recognised over the time.

### 3. 收入

#### 收入明細

期內按主要產品或服務線劃分之客戶合約收入明細如下：

除若干旅遊及休閒服務之收入是隨時間確認外，本集團所有收入是來自於某一時間點轉移貨品及服務。



#### 4. OTHER GAINS AND INCOME

#### 4. 其他收益及收入

	Three months ended 30 September 截至九月三十日 止三個月		Nine months ended 30 September 截至九月三十日 止九個月	
	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
	Bank interest income 銀行利息收入	1,986	441	3,671
Government grants 政府補貼	29	421	3,755	1,181
Financial guarantee income 財務擔保收入	-	2,411	(2,940)	7,154
Tax incentives 稅項優惠	86	256	558	1,138
Gain on disposal of a subsidiary 出售一間附屬公司的收益	17,610	-	17,610	-
Others 其他	302	2,038	(2,085)	3,353
	<b>20,013</b>	<b>5,567</b>	<b>20,569</b>	<b>13,911</b>

#### 5. FINANCE COSTS

#### 5. 融資成本

	Three months ended 30 September 截至九月三十日 止三個月		Nine months ended 30 September 截至九月三十日 止九個月	
	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
	Interest on bank, other loans and lease liabilities 銀行、其他貸款及租賃負債的利息	12,759	10,226	38,270
Net foreign exchange losses/ (gain) 外幣匯兌虧損/ (收益) 淨額	683	3,043	(2,613)	(338)
	<b>13,442</b>	<b>13,269</b>	<b>35,657</b>	<b>27,010</b>

## 6. INCOME TAX EXPENSE

## 6. 所得稅開支

		Three months ended 30 September 截至九月三十日 止三個月		Nine months ended 30 September 截至九月三十日 止九個月	
		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
Current tax	即期稅項				
Provision for the period	本期間撥備				
PRC	中國	6,895	3,142	17,603	3,163
The United States	美國	—	—	2	2
		<u>6,895</u>	<u>3,142</u>	<u>17,605</u>	<u>3,165</u>
Deferred tax	遞延稅項	(346)	(840)	(890)	(952)
		<u>6,549</u>	<u>2,302</u>	<u>16,715</u>	<u>2,213</u>

For the nine months ended 30 September 2023, Hong Kong Profits Tax has not been provided as there is no estimated assessable profits arising in Hong Kong (2022: Nil).

Tax charge on profits assessable elsewhere has been calculated at the rates of tax prevailing in the country in which the Group operates, based on existing legislation, interpretations, and practices in respect thereof.

The subsidiaries of the Company established in the PRC are generally subject to income tax on their taxable income at a tax rate of 25% (2022: 25%).

於截至二零二三年九月三十日止九個月，由於香港並無產生估計應課稅溢利，故並無計提香港利得稅撥備（二零二二年：無）。

其他地方應課稅溢利之稅項乃根據本集團經營業務所在國家之現行法例、詮釋及慣例按該國之現行稅率計算。

本公司於中國成立之附屬公司通常須就應課稅收入按稅率25%（二零二二年：25%）繳納所得稅。

## 7. EARNINGS PER SHARE

### Basic and diluted earnings per share

The calculation of basic earnings per share attributable to owners of the Company for the three months ended 30 September 2023 is based on the profit for the period attributable to owners of the Company of RMB58,385,000 (2022: RMB51,691,000) and the weighted average number of ordinary shares of 1,514,464,000 (2022: 1,514,464,000) in issue during the period. No adjustment has been made to the basic earnings per share amounts presented for the three months ended 30 September 2023 and 2022. Therefore, the calculation of the diluted earnings per share is the same as basic earnings per share.

The calculation of basic earnings per share attributable to owners of the Company for the nine months ended 30 September 2023 is based on the profit for the period attributable to owners of the Company of RMB435,660,000 (2022: RMB122,715,000) and the weighted average number of ordinary shares of 1,514,464,000 (2022: 1,514,464,000) in issue during the period. No adjustment has been made to the basic earnings per share amounts presented for the nine months ended 30 September 2023 and 2022. Therefore, the calculation of the diluted earnings per share is the same as basic earnings per share.

## 8. DIVIDEND

On 8 August 2023, the Board proposed the payment of an interim dividend (the "Interim Dividend") of RMB0.067 per ordinary share (inclusive of applicable tax) for the six months ended 30 June 2023 (six months ended 30 June 2022: Nil) amounting to approximately RMB101.5 million (inclusive of applicable tax) for the six months ended 30 June 2023 (six months ended 30 June 2022: Nil). The approval of the shareholders of the Company in respect of the proposed payment of the Interim Dividend was obtained at the special general meeting of the Company on 13 October 2023. The Interim Dividend shall be paid on 29 December 2023 (or such date as determined by the Board).

Save as disclosed above, the Board does not recommend the payment of any further interim dividend for the nine months ended 30 September 2023 (nine months ended 30 September 2022: Nil).

## 7. 每股盈利

### 每股基本及攤薄盈利

截至二零二三年九月三十日止三個月，本公司擁有人應佔每股基本盈利乃分別根據本公司擁有人應佔本期間溢利人民幣58,385,000元（二零二二年：人民幣51,691,000元）及期內已發行普通股加權平均數1,514,464,000（二零二二年：1,514,464,000）股計算。概無就截至二零二三年及二零二二年九月三十日止三個月之每股基本盈利之金額作出調整。故此，計算每股攤薄盈利與每股基本盈利相同。

截至二零二三年九月三十日止九個月，本公司擁有人應佔每股基本盈利乃分別根據本公司擁有人應佔本期間溢利人民幣435,660,000元（二零二二年：人民幣122,715,000元）及期內已發行普通股加權平均數1,514,464,000（二零二二年：1,514,464,000）股計算。概無就截至二零二三年及二零二二年九月三十日止九個月之每股基本盈利之金額作出調整。故此，計算每股攤薄盈利與每股基本盈利相同。

## 8. 股息

於二零二三年八月八日，董事會建議就截至二零二三年六月三十日止六個月派付中期股息（「中期股息」）每股普通股人民幣0.067元（含適用稅項）（截至二零二二年六月三十日止六個月：無），截至二零二三年六月三十日止六個月的中期股息總額約為人民幣1.015億元（含適用稅項）（截至二零二二年六月三十日止六個月：無）。本公司股東於二零二三年十月十三日召開的本公司臨時股東大會上批准建議派付中期股息。中期股息將於二零二三年十二月二十九日（或董事會釐定的日期）派付。

除上文所披露者外，董事會不建議就截至二零二三年九月三十日止九個月派付中期股息（二零二二年：零）。

## MANAGEMENT DISCUSSION AND ANALYSIS

### Overall performance

The Group is principally engaged in tourism development business, investment holding of diversified portfolios, sales of metallic products, sales and production of LED devices and other businesses including wine and related products.

The business and financial performance of the Group has been improved since the relaxation and removal of the novel coronavirus pneumonia (“COVID-19”) epidemic (the “Epidemic”) restrictions by the government of the PRC in December 2022. For the nine months ended 30 September 2023, as a result of the increase in fare revenue of the environmental shuttle bus service generated by the Group’s tourism development business and the increase in volume of the Group’s trading of metallic products business, total revenue recorded by the Group amounted to approximately RMB373.0 million (2022: RMB209.3 million), representing an increase of 78.2% compared with the corresponding period of 2022, and the gross profit was increased by 105.7% to approximately RMB82.5 million (2022: RMB40.1 million). During the reporting period, the Group recognised a gain of approximately RMB365.5 million (2022: Nil) on the partial disposal of equity interests in Jade Bird Fire Co., Ltd. (“Jade Bird Fire”), an associate of the Company. Details of the partial disposal of equity interests in Jade Bird Fire are further set out in the section of “Investment holding” below. The Group’s share of profits of associates amounted to approximately RMB118.5 million (2022: RMB151.1 million), representing a decrease of 21.6% year-on-year. Such decrease was mainly attributable to the decrease in the Group’s proportional share of the results of Jade Bird Fire after the partial disposal of equity interests in Jade Bird Fire held by the Company. The Group recorded a profit from operations of approximately RMB374.0 million as compared with a loss from operations of approximately RMB1.8 million for the corresponding period in 2022; and the increase in profit attributable to owners of the Company by 255.0% to approximately RMB435.7 million (2022: RMB122.7 million) for the nine months ended 30 September 2023, mainly because of the gain on partial disposal of equity interests in Jade Bird Fire recognised by the Group.

## 管理層討論及分析

### 整體表現

本集團主要從事旅遊發展業務、多元化投資組合投資控股、銷售金屬產品、銷售及生產LED器件以及包括葡萄酒及相關產品在內的其他業務。

自中國政府於二零二二年十二月起放寬及取消新型冠狀病毒肺炎（「2019冠狀病毒病」）疫情（「疫情」）限制以來，本集團的業務及財務表現有所改善。截至二零二三年九月三十日止九個月，由於本集團旅遊發展業務所產生的環保穿梭巴士服務的車費收入增加及本集團金屬產品貿易業務量增加，本集團錄得的總收入約為人民幣3.730億元（二零二二年：人民幣2.093億元），較二零二二年同期增加78.2%，而毛利增加105.7%至約人民幣8,250萬元（二零二二年：人民幣4,010萬元）。於報告期內，本集團就部分出售青島消防股份有限公司（「青島消防」，本公司之聯營公司）股權而確認收益約人民幣3.655億元（二零二二年：無）。部分出售青島消防股權的進一步詳情載於下文「投資控股」一節。本集團應佔聯營公司溢利約為人民幣1.185億元（二零二二年：人民幣1.511億元），按年減少21.6%。該減少主要是由於本公司部分出售其持有的青島消防股權後，本集團按比例應佔青島消防業績的份額減少所致。本集團錄得經營溢利約人民幣3.740億元，而二零二二年同期則錄得經營虧損約人民幣180萬元；而截至二零二三年九月三十日止九個月，本公司擁有人應佔溢利增加255.0%至約人民幣4.357億元（二零二二年：人民幣1.227億元），主要由於本集團確認部分出售青島消防股權的收益所致。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### Tourism development

The Company, through its subsidiaries and associates, is engaged in provision of environmental shuttle bus service and property management services, and operation of tourist facilities, entertainment performance, tourist service center and tourist souvenir shops in the tourist area at Nanyue District, Hunan Province, the PRC; and also participated in several tourism development projects in Hunan Province, including the development of tourist sight project located at Tianzi Mountain.

As a result of the relaxation of the policies and measures implemented by the government of the PRC to deter the Epidemic in the PRC, the number of tourists and pilgrims visiting Hengshan Mountain scenic area was increased by about 75.3% year-on-year for the nine months ended 30 September 2023. During the period, fare revenue from tourists and pilgrims continued to be the main source of income of the Group's tourism development business. For the nine months ended 30 September 2023, the Group's tourism development business recorded revenue of approximately RMB129.4 million (2022: RMB74.0 million), representing an increase by 74.9% when compared with the corresponding period of 2022.

### Investment holding

As at 30 September 2023, the Group's investment holding business mainly included investments in a subsidiary, the associates and joint ventures which are private equity funds with equity investments in private enterprises in the PRC and are private enterprises principally engaged in semiconductor materials and display devices businesses, the investment in Jade Bird Fire, a A share listed company in the PRC and the investments in financial assets at FVTOCI including listed companies in Hong Kong and private companies in the PRC and Hong Kong.

During the second quarter of 2023, the Group disposed its 40% equity interest in Beijing Jade Bird Hengsheng Investment Fund (Limited Partnership) ("HS Fund") to an independent party at the consideration of RMB15,484,000 in cash, having considered the prospects of the investments held by HS Fund. HS Fund ceased to be an associate of the Group, and the Group recorded a loss on disposal of an associate of approximately RMB32.0 million for the nine months ended 30 September 2023.

## 管理層討論及分析 (續)

### 旅遊發展

本公司通過其附屬公司及聯營公司於中國湖南省南嶽區的旅遊區從事提供環保穿梭巴士服務及物業管理服務，以及營運旅遊設施、娛樂表演、旅遊服務中心及旅遊紀念品商店；及參與湖南省多個旅遊開發項目，包括開發位於天子山的旅遊景觀項目。

由於中國政府放寬為遏制國內疫情而實施的政策及措施，截至二零二三年九月三十日止九個月，參觀衡山風景區的遊客及香客人數按年增加約75.3%。期內，來自遊客及香客的票價收入繼續為本集團的旅遊發展業務的主要收入來源。截至二零二三年九月三十日止九個月，本集團的旅遊發展業務錄得收入約人民幣1.294億元（二零二二年：人民幣7,400萬元），較二零二二年同期增加74.9%。

### 投資控股

於二零二三年九月三十日，本集團的投資控股業務主要包括投資於一間附屬公司、投資於聯營公司及合營企業（為私募股權基金（持有中國民營企業的股權投資）以及主要從事半導體材料及顯示屏裝置業務的民營企業）、投資於青島消防（一間中國A股上市公司）以及投資於以公平值計入其他全面收益之財務資產（包括香港上市公司及中國及香港的私營公司）。

於二零二三年第二季度，本集團考慮到北京青島恒盛投資基金（有限合夥）（「恒盛基金」）持有的投資前景，以現金代價人民幣15,484,000元出售其於恒盛基金的40%股權予一名獨立人士。恒盛基金不再是本集團的聯營公司，而本集團於截至二零二三年九月三十日止九個月錄得出售一間聯營公司虧損約人民幣3,200萬元。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### Investment holding (Continued)

Reference is made to the announcements of the Company dated 21 November 2022 and 29 March 2023 and the circular of the Company dated 10 March 2023. On 21 November 2022, the Company and an independent third party entered into the share transfer agreement, pursuant to which the Company has conditionally agreed to sell, and the independent third party has conditionally agreed to purchase, the 44,900,000 shares of Jade Bird Fire, representing then 7.49% of equity interests in Jade Bird Fire at the consideration of RMB1,101,846,000. The partial disposal of the Company's equity interests in Jade Bird Fire constituted a very substantial disposal of the Company under the GEM Listing Rules. The approval of the shareholders of the Company in respect of the share transfer agreement and the transaction contemplated thereunder was obtained at the special general meeting of the Company held on 29 March 2023. Upon the completion of the disposal taken place on 5 May 2023, the Company recognised an gain of partial disposal of an associate of approximately RMB365.5 million for the nine months ended 30 September 2023 and held approximately 23.79% equity interest in Jade Bird Fire as at 30 September 2023. Jade Bird Fire continued to be accounted as an associate of the Company in the consolidated financial statements of the Company using the equity method.

### Trading of metallic products

During the period, the Group is engaged in sales and purchases of metallic products in the PRC. For the nine months ended 30 September 2023, revenue generated from the Group's trading of metallic products business amounted to approximately RMB199.3 million (2022: RMB106.8 million), representing an increase by 86.5% year-on-year. The increase was mainly attributable to the increase in orders entered by the Group with the recovery of the economy and the market. The gross margin was 2.2% (2022: 2.3%) during the period.

## 管理層討論及分析 (續)

### 投資控股 (續)

謹此提述本公司日期為二零二二年十一月二十一日及二零二三年三月二十九日的公告以及本公司日期為二零二三年三月十日的通函。於二零二二年十一月二十一日，本公司與一名獨立第三方訂立股份轉讓協議，據此，本公司已有條件同意出售及獨立第三方已有條件同意購買青鳥消防之44,900,000股股份（相當於當時青鳥消防之7.49%股權），代價為人民幣1,101,846,000元。根據GEM上市規則，部分出售本公司於青鳥消防的股權構成本公司之非常重大出售事項。本公司於二零二三年三月二十九日舉行的臨時股東大會上，已就股份轉讓協議及其項下擬進行的交易取得本公司股東的批准。於二零二三年五月五日落實完成出售事項後，本公司已於截至二零二三年九月三十日止九個月確認部分出售一間聯營公司的收益約人民幣3.655億元及於二零二三年九月三十日於青鳥消防持有約23.79%權益。青鳥消防繼續作為本公司聯營公司於本公司之綜合財務報表按權益法入賬。

### 金屬產品貿易

本集團於期內在中國從事金屬產品銷售及採購。截至二零二三年九月三十日止九個月，產生自本集團的金屬產品貿易業務之收入約為人民幣1.993億元（二零二二年：人民幣1.068億元），按年增加86.5%。有關增加主要由於隨著經濟及市場復甦，本集團訂立的訂單有所增加所致。期內的毛利率為2.2%（二零二二年：2.3%）。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### Sales and production of LED devices

In March 2022, the Company entered into an equity transfer agreement with an independent third party and Guangdong Lumen for the acquisition of the 80% equity interest in Guangdong Lumen at the consideration of RMB84,486,160. Guangdong Lumen is principally engaged in the development, manufacture and sale of high-end ceramic high-power LED devices and modules, focusing on the research and development and manufacturing of special light sources such as automotive, stage, curing, flash and plant growth. The products manufactured include car lamp series, mobile lighting series, color light series, etc..

The financial results of Guangdong Lumen have been consolidated with the results of the Company since the completion of its acquisition in April 2022. During the nine months ended 30 September 2023, revenue generated from Guangdong Lumen amounted to approximately RMB37.6 million (2022: RMB21.0 million).

### Other businesses

The Group operated a winery, namely The Winery at la Grange, at the State of Virginia, the United States, which owned a vineyard and is principally engaged in the production and sales of wine and related products. Revenue generated from the winery amounted to approximately RMB6.6 million (2022: RMB7.4 million).

### Outlook

Looking ahead, China's economy is expected to rebound as the mobility and activity pick up after the lifting of the Epidemic restrictions. The recovery of the economic growth will have a positive impact on the performance of the Group's business, in particular the Group's tourism development business benefited with the recovery of the tourism market in the PRC.

## 管理層討論及分析 (續)

### 銷售及生產LED器件

於二零二二年三月，本公司與獨立第三方及廣東流銘訂立股權轉讓協議，以收購廣東流銘的80%股權，代價為人民幣84,486,160元。廣東流銘主要從事高端陶瓷大功率LED器件及模組的研發、生產和銷售，專注於汽車、舞台、固化、閃光及植物生長等特殊光源的研發和生產。生產的產品包括車燈系列、移動照明系列、彩光系列等。

廣東流銘的財務業績自二零二二年四月完成其收購事項後已與本公司的業績綜合入賬。於截至二零二三年九月三十日止九個月，廣東流銘產生的收益約為人民幣3,760萬元（二零二二年：人民幣2,100萬元）。

### 其他業務

本集團於美國弗吉尼亞州經營一間名為The Winery at la Grange的釀酒廠，其擁有葡萄園，並主要從事生產及銷售葡萄酒及相關產品。釀酒廠產生的收入錄得約人民幣660萬元（二零二二年：人民幣740萬元）。

### 前景

展望未來，隨著疫情限制解除後人流及活動回升，中國經濟有望反彈。恢復經濟增長將對本集團的業務表現產生積極影響，尤其是本集團的旅遊發展業務將受惠於中國旅遊市場的復甦。

## MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

### Outlook (Continued)

The Group would closely monitor the pace of the China's economic recovery which is facing challenges and would assess the impact on the performance of its main businesses and the existing investment portfolio held by the Group. The Group would carefully assess investment opportunities in the market; and would continue to explore investment projects with promising development potential in a prudent manner and explore more opportunities to expand the Group's source of income.

### DIVIDEND

On 8 August 2023, the Board proposed the payment of the Interim Dividend of RMB0.067 per ordinary share (inclusive of applicable tax) for the six months ended 30 June 2023. Based on 1,514,464,000 shares of the Company ("the Shares") in issue, the Interim Dividend, if declared and paid, will amount to an aggregate amount of approximately RMB101,469,000 (inclusive of applicable tax). The Interim Dividend will be denominated and declared in RMB, and payable in RMB to holders of non-listed Shares and in HK\$ to holders of H Shares.

The approval of the shareholders of the Company in respect of the proposed payment of the Interim Dividend was obtained at the special general meeting of the Company on 13 October 2023. Based on the average closing price of the exchange rate of RMB as quoted by the People's Bank of China for the 5 business days preceding 13 October 2023, the date on which the Interim Dividend was declared, the Interim Dividend of RMB0.067 per H Share (inclusive of applicable tax) is HK\$0.07304072 (inclusive of applicable tax). The Interim Dividend shall be paid on 29 December 2023 (or such date as determined by the Board).

Saved as disclosed above, the Board does not recommend the payment of any further interim dividend for the nine months ended 30 September 2023.

## 管理層討論及分析 (續)

### 前景 (續)

本集團將密切關注面臨挑戰的中國經濟復甦步伐，並評估對其主要業務及本集團所持有現有投資組合的表現的影響。本集團將審慎評估市場的投資機遇；將繼續以審慎態度探索具發展潛力的投資項目，並探索更多機遇以擴大本集團的收入來源。

### 股息

於二零二三年八月八日，董事會建議就截至二零二三年六月三十日止六個月派付中期股息每股普通股人民幣0.067元(含適用稅項)。根據本公司已發行股份1,514,464,000股(「股份」)計算，中期股息(倘已宣派及派付)總額將約為人民幣101,469,000元(含適用稅項)。中期股息將以人民幣計值及宣派，並以人民幣支付予非上市股份持有人，以港元支付予H股持有人。

本公司股東於二零二三年十月十三日召開的本公司臨時股東大會上批准建議派付中期股息。根據中國人民銀行於二零二三年十月十三日(即宣派中期股息的日期)前五個營業日所報的人民幣匯率平均收市價計算，每股H股人民幣0.067元(含適用稅項)的中期股息為0.07304072港元(含適用稅項)。中期股息將於二零二三年十二月二十九日(或董事會釐定的日期)派付。

除上文所披露者外，董事會不建議就截至二零二三年九月三十日止九個月進一步派付任何中期股息。



## DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 September 2023, the interests (including interests in shares and short positions) of Directors, supervisors (the "Supervisors"), and chief executives of the Company in the Shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to rule 5.46 of the GEM Listing Rules, were as follows:

## 董事、監事及最高行政人員於股份及相關股份之權益及淡倉

於二零二三年九月三十日，董事、監事（「監事」）及本公司最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份及相關股份中，擁有根據證券及期貨條例第352條記錄於本公司存置之登記冊或須根據GEM上市規則第5.46條另行知會本公司及聯交所之權益（包括股份權益及淡倉）如下：

### Long positions in ordinary shares and underlying shares of the Company

### 本公司普通股及相關股份之好倉

Name	Capacity	Interest in non-listed Shares held	Interest in H Shares held	Approximate percentage of total number of the issued non-listed Shares	Approximate percentage of total number of the issued H Shares	Approximate percentage of total number of the issued Shares
姓名	身份	於非上市股份之權益	於H股之權益	已發行非上市股份總數概約百分比	已發行H股總數概約百分比	已發行股份總數概約百分比

Supervisor  
監事

Ms. Zhou Min 周敏女士	Beneficiary of trust 信託受益人	205,414,000	-	29.34%	-	13.56%
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Non-executive Director  
非執行董事

Mr. Liu Ziyi 劉子毅先生	Beneficial owner 實益擁有人	-	2,311,000	-	0.28%	0.15%
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## DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Continued)

### Long positions in ordinary shares and underlying shares of the Company (Continued)

Note: The above Supervisor is taken to be interested in the issued share capital of the Company through her interest as beneficiary, among other beneficiaries, of Heng Huat trust ("Heng Huat Trust"). By a declaration of Heng Huat Trust made as a deed on 19 July 2000, the shares of Heng Huat Investments Limited ("Heng Huat") were held as trustees for the benefits of over 300 employees of Beijing Beida Jade Bird Software System Co., Ltd., Beijing Beida Jade Bird Limited and Beijing Beida Yu Huan Microelectronics System Engineering Co., Ltd. and their respective subsidiaries and associated companies and the Company. Heng Huat is beneficially interested in the entire issued share capital of Dynamic Win Assets Limited ("Dynamic Win"), and is taken to be interested in 205,414,000 shares of the Company which Dynamic Win is interested.

Save as disclosed above, none of the Directors, Supervisors and chief executives of the Company had registered an interest or short position in the shares or underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to rule 5.46 of the GEM Listing Rules as at 30 September 2023.

## DIRECTORS' AND SUPERVISORS' RIGHTS TO ACQUIRE SHARES

At no time during the period were rights to acquire benefits by means of the acquisition of shares in the Company granted to any Director and Supervisor or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors and Supervisors to acquire such rights in any other body corporate.

## 董事、監事及最高行政人員於股份及相關股份之權益及淡倉(續)

### 本公司普通股及相關股份之好倉(續)

附註：上述監事因其身為Heng Huat信託(「Heng Huat信託」)其中受益人之權益，被視作於本公司已發行股本中擁有權益。根據於二零零零年七月十九日以契據形式作出之Heng Huat信託聲明書，受託人為北京北大青鳥軟件系統有限公司、北京北大青鳥有限責任公司及北京北大宇環微電子系統有限公司以及彼等各自之附屬公司及聯營公司以及本公司超過300名僱員之利益，持有Heng Huat Investments Limited(「Heng Huat」)之股份。Heng Huat實益擁有致勝資產有限公司(「致勝」)全部已發行股本權益，因而視作於致勝擁有權益之205,414,000股本公司股份中擁有權益。

除上文披露者外，於二零二三年九月三十日，概無董事、監事及本公司最高行政人員於本公司或其任何相聯法團之股份或相關股份中，擁有根據證券及期貨條例第352條須予記錄，或根據GEM上市規則第5.46條須另行知會本公司及聯交所之權益或淡倉。

## 董事及監事購入股份之權利

於本期間任何時間，董事及監事或彼等各自之配偶或未成年子女並無獲授任何可藉收購本公司股份而取得利益之權利，亦無行使任何該等權利。本公司、其控股公司或其任何附屬公司或同系附屬公司亦無訂立任何安排，致使董事及監事獲得於任何其他法人團體之該等權利。

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

At 30 September 2023, the following interests and short positions of the issued share capital of the Company were recorded in the register of interests required to be maintained by the Company pursuant to Section 336 of the SFO:

### Long positions in ordinary shares and underlying shares of the Company

## 主要股東及其他人士於股份及相關股份之權益及淡倉

於二零二三年九月三十日，根據證券及期貨條例第336條規定本公司須存置之權益登記冊內，記錄下列本公司已發行股本之權益與淡倉：

### 本公司普通股及相關股份之好倉

Name of shareholder 股東名稱	Note 附註	Capacity 身份	Interest in non-listed Shares 於非上市股份之權益	Interest in H Shares 於H股之權益	Approximate percentage of total number of issued non-listed Shares 已發行非上市股份總數概約百分比	Approximate percentage of total number of issued H Shares 已發行H股總數概約百分比	Approximate percentage of total number of issued Shares 已發行股份總數概約百分比
Peking University 北京大學	(a)	Interest of controlled corporation 受控法團權益	85,000,000	-	12.14%	-	5.61%
Beida Asset Management Co., Ltd. 北大資產經營有限公司	(a)	Interest of controlled corporation 受控法團權益	85,000,000	-	12.14%	-	5.61%
Beijing Beida Jade Bird Software System Co., Ltd. 北京北大青鳥軟件系統有限公司	(a)	Interest of controlled corporation 受控法團權益	85,000,000	-	12.14%	-	5.61%
Beida Microelectronics Investment Limited 北大微電子投資有限公司	(a)	Interest of controlled corporation 受控法團權益	85,000,000	-	12.14%	-	5.61%
Gifted Pillar Limited	(a)	Interest of controlled corporation 受控法團權益	85,000,000	-	12.14%	-	5.61%

**SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Continued)**

**主要股東及其他人士於股份及相關股份之權益及淡倉 (續)**

**Long positions in ordinary shares and underlying shares of the Company (Continued)**

**本公司普通股及相關股份之好倉 (續)**

Name of shareholder 股東名稱	Note 附註	Capacity 身份	Interest in non-listed Shares 於非上市股份之權益	Interest in H Shares 於H股之權益	Approximate percentage of total number of issued non-listed Shares 已發行非上市股份總數概約百分比	Approximate percentage of total number of issued H Shares 已發行H股總數概約百分比	Approximate percentage of total number of issued Shares 已發行股份總數概約百分比
Rainbow Mountain Holdings Limited 彩峰控股有限公司	(a)	Interest of controlled corporation 受控法團權益	85,000,000	-	12.14%	-	5.61%
Beijing Rainbow Mountain Sci-Tech Development Co., Ltd. 北京彩峰科技發展有限公司	(a)	Beneficial owner 實益擁有人	85,000,000	-	12.14%	-	5.61%
Cai Yiwen 蔡怡雯	(b)	Interest of controlled corporation 受控法團權益	115,000,000	-	16.43%	-	7.59%
Cancun Holdings Limited 坎昆控股有限公司	(b)	Interest of controlled corporation 受控法團權益	115,000,000	-	16.43%	-	7.59%
Rainbow Wave Investment Limited 彩濤投資有限公司	(b)	Interest of controlled corporation 受控法團權益	115,000,000	-	16.43%	-	7.59%
Nanhai Huancheng Technology Co., Ltd. 南海幻誠科技有限公司	(b)	Interest of controlled corporation 受控法團權益	115,000,000	-	16.43%	-	7.59%

**SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Continued)**

**主要股東及其他人士於股份及相關股份之權益及淡倉 (續)**

**Long positions in ordinary shares and underlying shares of the Company (Continued)**

**本公司普通股及相關股份之好倉 (續)**

Name of shareholder 股東名稱	Note 附註	Capacity 身份	Interest in non-listed Shares 於非上市股份之權益	Interest in H Shares 於H股之權益	Approximate percentage of total number of issued non-listed Shares 已發行非上市股份總數概約百分比	Approximate percentage of total number of issued H Shares 已發行H股總數概約百分比	Approximate percentage of total number of issued Shares 已發行股份總數概約百分比
Shenzhen Yingtai Industrial Investment Co., Ltd. 深圳市盈泰產業投資有限公司	(b)	Beneficial owner 實益擁有人	115,000,000	-	16.43%	-	7.59%
Grand East (H.K.) Limited 怡興(香港)有限公司		Beneficial owner 實益擁有人	110,000,000	-	15.71%	-	7.26%
Heng Huat Investments Limited	(c)	Interest of controlled corporation 受控法團權益	205,414,000	-	29.34%	-	13.56%
Dynamic Win Assets Limited 致勝資產有限公司	(c)	Beneficial owner 實益擁有人	205,414,000	-	29.34%	-	13.56%
Mongolia Energy Corporation Limited 蒙古能源有限公司	(d)	Interest of controlled corporation 受控法團權益	84,586,000	-	12.08%	-	5.58%
New View Venture Limited	(d)	Beneficial owner 實益擁有人	84,586,000	-	12.08%	-	5.58%
Asian Technology Investment Company Limited 亞洲技術投資有限公司		Beneficial owner 實益擁有人	50,000,000	-	7.14%	-	3.30%

**SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Continued)**

**主要股東及其他人士於股份及相關股份之權益及淡倉 (續)**

**Long positions in ordinary shares and underlying shares of the Company (Continued)**

**本公司普通股及相關股份之好倉 (續)**

Name of shareholder 股東名稱	Note 附註	Capacity 身份	Interest in non-listed Shares 於非上市股份之權益	Interest in H Shares 於H股之權益	Approximate percentage of total number of issued non-listed Shares 已發行非上市股份總數概約百分比	Approximate percentage of total number of issued H Shares 已發行H股總數概約百分比	Approximate percentage of total number of issued Shares 已發行股份總數概約百分比
Huang Taomei 黃桃梅	(e)	Interest of controlled corporation 受控法團權益	-	126,214,000	-	15.50%	8.33%
Merida Group Limited	(e)	Interest of controlled corporation 受控法團權益	-	126,214,000	-	15.50%	8.33%
Nippon Incubation Co. Ltd.	(e)	Interest of controlled corporation 受控法團權益	-	126,214,000	-	15.50%	8.33%
Brilliant Smile Limited	(e)	Interest of controlled corporation 受控法團權益	-	126,214,000	-	15.50%	8.33%
Asia Development Capital (HK) Limited	(e)	Beneficial owner 實益擁有人	-	126,214,000	-	15.50%	8.33%

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Continued)

### Long positions in ordinary shares and underlying shares of the Company (Continued)

Notes:

- (a) Peking University is taken to be interested in 5.61% of the total issued share capital of the Company through 85 million non-listed Shares (representing approximately 5.61% of the Company's total issued share capital) in which Beijing Rainbow Mountain Sci-Tech Development Co., Ltd. ("Beijing Rainbow Mountain") is interested. Peking University owns 100% equity interest in Beida Asset Management Co., Ltd. which in turn owns 48% equity interest in Beijing Beida Jade Bird Software System Co., Ltd. which in turn owns 100% equity interest in Beida Microelectronics Investment Limited which in turn owns 46% equity interest in Gifted Pillar Limited which in turn owns 100% equity interest in Rainbow Mountain Holdings Limited which in turn owns 100% equity interest in Beijing Rainbow Mountain.
- (b) These non-listed Shares are held by Shenzhen Yingtai Industrial Investment Co., Ltd., which in turn wholly owned by Nanhai Huancheng Technology Co., Ltd., which in turn wholly owned by Rainbow Wave Investment Limited, which in turn wholly owned by Cancun Holdings Limited, which in turn wholly owned by Cai Yiwen.
- (c) The non-listed Shares are held by Dynamic Win, which is beneficially wholly-owned by Heng Huat. Please refer to the note to the section "Directors, Supervisors' and chief executives' interests and short positions in shares and underlying shares" above for further details of Heng Huat.
- (d) The non-listed Shares are held by New View Venture Limited, which is wholly-owned by Mongolia Energy Corporation Limited.
- (e) These H Shares are held by Asia Development Capital (HK) Limited, which is wholly owned by Brilliant Smile Limited which is in turn wholly owned by Nippon Incubation Co., Ltd, which is in turn wholly owned by Merida Group Limited, which is in turn wholly owned by Huang Taomei.

## 主要股東及其他人士於股份及相關股份之權益及淡倉(續)

### 本公司普通股及相關股份之好倉(續)

附註：

- (a) 北京大學被視為透過北京彩峰科技發展有限公司(「北京彩峰」)於當中擁有權益的8,500萬股非上市股份(佔本公司已發行股本總數約5.61%)擁有本公司已發行股本總數5.61%權益。北京大學擁有北大資產經營有限公司100%股權，而北大資產經營有限公司擁有北京北大青島軟件系統有限公司48%股權，而北京北大青島軟件系統有限公司擁有北大微電子投資有限公司100%股權，而北大微電子投資有限公司擁有Gifted Pillar Limited 46%股權，而Gifted Pillar Limited擁有彩峰控股有限公司100%股權，而彩峰控股有限公司擁有北京彩峰100%股權。
- (b) 該等非上市股份由深圳市盈泰產業投資有限公司持有，而深圳市盈泰產業投資有限公司由南海幻誠科技有限公司全資擁有，而南海幻誠科技有限公司由彩濤投資有限公司全資擁有，而彩濤投資有限公司由坎昆控股有限公司全資擁有，而坎昆控股有限公司則由蔡怡雯全資擁有。
- (c) 該等非上市股份由致勝持有，而致勝由Heng Huat全資實益擁有。有關Heng Huat的更多詳情，請參閱上文「董事、監事及最高行政人員於股份及相關股份之權益及淡倉」一節內附註。
- (d) 該等非上市股份由New View Venture Limited持有，而New View Venture Limited由蒙古能源有限公司全資擁有。
- (e) 該等H股由Asia Development Capital (HK) Limited持有，而Asia Development Capital (HK) Limited由Brilliant Smile Limited全資擁有，而Brilliant Smile Limited由Nippon Incubation Co., Ltd全資擁有，而Nippon Incubation Co., Ltd由Merida Group Limited全資擁有，而Merida Group Limited由黃桃梅全資擁有。

## **SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Continued)**

### **Long positions in ordinary shares and underlying shares of the Company (Continued)**

Save as disclosed above, no person, other than the Directors and Supervisors, whose interests are set out in the section “Directors’, Supervisors’ and chief executives’ interests and short positions in shares and underlying shares” above, had registered interests or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO as at 30 September 2023.

## **COMPETING INTERESTS**

As at 30 September 2023, none of the Directors and Supervisors and their respective associates (as defined in the GEM Listing Rules) had interests in a business which competes or may compete with the businesses of the Group, or may have any conflicts of interest with the Group pursuant to the GEM Listing Rules.

## **PURCHASE, REDEMPTION OR SALE OF THE LISTED SECURITIES OF THE COMPANY**

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company’s listed securities during the nine months ended 30 September 2023.

## **主要股東及其他人士於股份及相關股份之權益及淡倉(續)**

### **本公司普通股及相關股份之好倉(續)**

除上文披露者外，於二零二三年九月三十日，概無其他人士(董事及監事除外，彼等之權益載於上文「董事、監事及最高行政人員於股份及相關股份之權益及淡倉」一節)於本公司之股份或相關股份中，擁有根據證券及期貨條例第336條規定須予記錄之權益或淡倉。

## **競爭權益**

於二零二三年九月三十日，概無董事及監事以及彼等各自之聯繫人士(定義見GEM上市規則)於與本集團業務構成競爭或可能構成競爭之業務中擁有權益，或根據GEM上市規則與本集團有任何利益衝突。

## **購買、贖回或出售本公司上市證券**

本公司或其任何附屬公司於截至二零二三年九月三十日止九個月內，概無購買、贖回或出售本公司任何上市證券。



## AUDIT COMMITTEE

The Company has established the Audit Committee with terms of reference in compliance with the requirements as set out in the GEM Listing Rules. The Audit Committee is accountable to the Board. Its primary duties include monitoring the financial reporting system and risk management and internal control systems of the Group, reviewing financial information and advising the Board on the engagement and independence of external auditors.

The Audit Committee currently comprises three independent non-executive Directors, namely Mr. Tang Xuan, Mr. Li Chonghua and Mr. Shen Wei. Mr. Tang Xuan is the chairman of the Audit Committee. The Audit Committee had held a meeting to review the Group's third quarterly results report for the nine months ended 30 September 2023 and concluded the meeting with agreement to the contents of the third quarterly results report.

By order of the Board  
**Beijing Beida Jade Bird Universal  
Sci-Tech Company Limited**  
**Ni Jinlei**  
*Chairman*

Beijing, the PRC, 8 November 2023

*As at the date of this report, Mr. Ni Jinlei, Ms. Zheng Zhong, Mr. Wang Xingye and Ms. Guan Xueming are executive Directors, Mr. Liu Ziyi is non-executive Director and Mr. Tang Xuan, Mr. Li Chonghua and Mr. Shen Wei are independent non-executive Directors.*

*This report will remain on the Stock Exchange's website at "www.hkexnews.hk" on the "Latest Listed Company Information" page for at least 7 days from the date of its posting and on the website of the Company at "www.jbu.com.cn".*

## 審核委員會

本公司已成立審核委員會，並根據GEM上市規則所載之規定制訂其職權範圍。審核委員會對董事會負責，其主要職責包括監察本集團之財務匯報系統及風險管理及內部監控系統、審閱財務資料以及就委聘外部核數師及其獨立性向董事會提供意見。

審核委員會目前由三名獨立非執行董事組成，成員為唐炫先生、李崇華先生及沈維先生，唐炫先生為審核委員會主席。審核委員會已召開會議以審閱本集團截至二零二三年九月三十日止九個月之第三季度業績報告，並於會上議定落實第三季度業績報告之內容。

承董事會命  
**北京北大青鳥環宇科技  
股份有限公司**  
**主席**  
**倪金磊**

中國，北京，二零二三年十一月八日

於本報告日期，倪金磊先生、鄭重女士、王興業先生及關雪明女士為執行董事，劉子毅先生則為非執行董事，而唐炫先生、李崇華先生及沈維先生為獨立非執行董事。

本報告在刊登之日起計將在聯交所網站「www.hkexnews.hk」之「最新上市公司公告」網頁內最少保存七日，並登載於本公司網站「www.jbu.com.cn」。



**青鸟环宇**  
JADE BIRD UNIVERSAL